

And whereas the Right Honourable Uchter John Mark Knox, Earl of Ranfurly, a Knight Grand Cross of the said Most Distinguished Order of St. Michael and St. George, the Governor of the Colony of New Zealand, in pursuance and exercise of the power and authority vested in him by the principal Act as amended by the Amendment Act, by and with the advice and consent of the Executive Council of the said colony, did, by an Order in Council on the 8th day of November, 1898, authorise the Colonial Treasurer to raise for the purposes of the principal Act and of the Amendment Act the sum of £500,000 sterling upon the terms and in the manner provided by such Acts:

And whereas the Colonial Treasurer did, on the 8th day of November, 1898, under and in pursuance of section 6 of the principal Act, delegate to the said William Pember Reeves, the Agent-General for New Zealand in London, all the powers by the 2nd, 3rd, 4th, and 5th sections of the principal Act conferred upon the Colonial Treasurer (including the power relating to Agents), so far as such powers related to or could be exercised in respect of the raising in Great Britain of the sum of £500,000 under and subject to the terms and provisions of the principal Act and the Amendment Act: And in exercise of the powers contained in such Acts the said William Pember Reeves, as such Agent-General as aforesaid, did, by warrant under his hand dated the 31st day of December, 1898, appoint himself, the said William Pember Reeves, and the said Walter Kennaway to act as Agents for raising in Great Britain the said sum of £500,000 upon the terms and subject to the conditions mentioned in such warrant: And by such warrant it was declared that such Agents should have all the powers conferred upon the Agents in Great Britain in and by the said two last-mentioned Acts, and all such powers as might be necessary in order to carry into effect the purposes of such Acts, or for raising the said moneys in Great Britain either by the issue of debentures or scrip, or by the creation or issue of inscribed stock under the New Zealand Stock Act and Acts amending the same, or in such other mode as such Agents might think desirable, and for that purpose the said Agents might, in addition to the powers expressly conferred upon them by the said Acts, exercise all or any of the following powers, that is to say:—

- (1.) They may prescribe the modes and conditions of repayment of the sum to be so raised, the rates of interest thereon, and the times and places of the payment of the principal and interest respectively:
- (2.) They may arrange and agree that debentures or stock issued by them shall be converted into stock created or issued under "The New Zealand Consolidated Stock Act, 1877," and Acts amending the same, and may either specify the terms of such conversion at the time when the aforesaid sums are raised or the stock issued, or arrange that such terms shall be subsequently agreed upon:

And whereas we, the said William Pember Reeves and Walter Kennaway, as such Agents as aforesaid, intend, and are about, under and in pursuance of the powers and authorities in that behalf conferred on us as hereinbefore mentioned, and all other powers in that behalf thereunto enabling us, to borrow and raise in Great Britain a sum not exceeding £500,000 for the purposes of the Amendment Act, by debentures or scrip, or by the issue of inscribed stock, or in some other manner, and for such purposes we have determined to create and issue a further amount of not exceeding £500,000 New Zealand Consolidated Stock, to be in addition to and to rank *pari passu* with the New Zealand Consolidated Stock which has been already created and issued, and which may be hereafter created and issued, as hereinbefore mentioned:

And whereas it may be convenient to raise a further portion of the said loan by the issue of debentures or other securities as provided by the principal Act and the Amendment Act, and it is expedient that provision should be made for converting such debentures from time to time into stock created and issued under the New Zealand Stock Act upon such terms as may hereafter be arranged for the conversion of such debentures, and that a portion of the stock now to be created should be available for the purpose of issue to holders of such debentures from time to time:

And whereas we have further determined that such further issue of stock shall be created, issued, and inscribed under the New Zealand Stock Act and the Act of 1884, and we have also determined the amount, manner, price, time, terms, and conditions on, at, and subject to which such stock shall be issued and inscribed, and the dividends thereon be payable, and the principal thereof be redeemable, such amount, manner, price, time, terms, dividends, and conditions being those hereinafter mentioned:

And whereas it is expedient that such determination should be declared and manifested under our hands and seals:

Now, therefore, these presents witness, and we, the said William Pember Reeves and Walter Kennaway, in exercise and in pursuance of the powers by the New Zealand Stock Act, the New Zealand Stock Amendment Act, the Act of 1884, "The Aid to Public Works and Land Settlement Act, 1896," and "The Aid to Public Works and Land Settlement Acts Amendment Act, 1898," and by the Order in Council and by the said warrant of the 31st day of December, 1898, or any or either of them vested in us, and of all other powers and authorities hereunto enabling us, do by these presents authorise the creation and issue of, and do hereby create, a further amount of five hundred thousand pounds sterling of capital stock, to be called "New Zealand Consolidated Stock," in addition to and to rank *pari passu* with the said New Zealand Consolidated Stock heretofore created and issued under the provisions of the said deeds-poll mentioned in the said schedule hereto or any or either of them during the existence thereof, and with such further amount of New Zealand Consolidated Stock as may be issued in pursuance of or as mentioned in the said deeds-poll or any or either of them, and also with any further amount of New Zealand Consolidated Stock which shall be hereafter created and issued:

And we have determined that—

(1.) So much of the same capital stock as it shall be necessary to issue to subscribers for any part of the said sum or sums intended to be and about to be borrowed and raised by us, the said William Pember Reeves and Walter Kennaway, as aforesaid shall be issued to such subscribers at the rate of one hundred pounds of stock for every nominal amount of one hundred pounds which shall be represented by the scrip, certificates, or letters of allotment respectively, to be issued to them when the instalments payable thereon shall have been fully paid.

(2.) So much of the same capital stock as it shall be necessary to issue to the holders of any of the securities for any portion of the said five hundred thousand pounds sterling now about to be raised as aforesaid which are or shall from time to time be outstanding shall from time to time be issued to such holders at par, or at such other rate of stock as shall have been notified by the Agents for the time being under the New Zealand Stock Act (hereinafter referred to as "the Stock Agents") at the office of the Registrar of the said stock for the time being under the provisions of the Imperial Colonial Stock Acts of 1877 and 1892 (hereinafter referred to as "the Registrar") as being the rate or rates of conversion for the time being for every nominal one hundred pounds represented by any of such outstanding securities respectively and upon the surrender of the same respectively.

(3.) So much of the same capital stock as it shall be necessary to sell for the purpose of raising money to redeem such of the said securities as may not be converted into New Zealand Consolidated Stock issued under these presents by the holders thereof, or for the payment of expenses of issue, or for purchasing any such outstanding securities as aforesaid, shall from time to time be sold and issued to the purchasers thereof or their respective nominees at such price or prices as can for the time being be reasonably obtained for the same.

(4.) The interest or dividend to be paid on the capital stock so created by us as aforesaid shall be at the rate of three pounds per centum per annum, and shall be payable half-yearly at the office of the Registrar for the time being of the stock in respect of which the same is payable on the first day of April and the first day of October in each year, but calculated, as regards so much thereof as shall be issued to the holders of the said outstanding securities, from the first of such dates as shall happen next before the date of issue of any portion of the said capital stock, and in cases of sales of stock for payment of expenses, or for redemption or purchase of any such outstanding securities, from the days or times to be agreed upon with the purchasers thereof, until the first day of April, one thousand nine hundred and forty-five, on which day the capital shall be paid at par: Provided that the foregoing provisions as to the rate and dates of payment of interest on the capital stock and of payment of the capital shall only apply to any stock issued under these presents prior to any notification of change by the Stock Agents to the Registrar, and, as regards any capital stock issued under these presents after any such notification from time to time, the rate of interest thereon and the dates of payment thereof, and of the repayment of the capital of the said stock, shall be such as the Stock Agents shall in any such notification notify in writing at the office of the Registrar as being the rate and dates of payment of interest, and of the capital of any stock issued under these presents after the date of any such notification until some further notification is made, it being the intention that the terms and